

JMC Projects (India) Limited

ENGINEERS & CONSTRUCTORS
(A Kalpataru Group Enterprise)

Corporate Office : 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai - 400055
Phone : +91-22-3005 1500 • Fax : +91-22-3005 1555 • www.jmcprojects.com



July 14, 2017

BSE Limited Corporate Relationship Department Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Scrip code : 522263	National Stock Exchange of India Ltd “Exchange Plaza”, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai 400 051. Scrip code : JMCPROJECT
Filed through http://listing.bseindia.com/	Filed through https://www.connect2nse.com/LISTING/

Sub: Submission of Notice of 31st Annual General Meeting of the members of the Company scheduled on August 10, 2017

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, we are enclosing herewith the Notice of 31st Annual General Meeting of the members of the Company scheduled on August 10, 2017.

The said AGM notice including e-voting instructions along with Annual Report for the Financial Year 2016-17 are being sent to the members of the Company and are available on the Company's website www.jmcprojects.com

Request you to take the same on your records and acknowledge the receipt.

Thanking you,

Yours sincerely,

For **JMC Projects (India) Limited**


Samir Raval

Company Secretary & Compliance Officer



Encl: as above



Notice of Annual General Meeting



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office: A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

Tel: 079 30011500, Fax: 079 30011700, website: www.jmcprojects.com, email: cs@jmcprojects.com CIN: L45200GJ1986PLC008717

Notice is hereby given that the 31st Annual General Meeting ('AGM') of the Members of **JMC Projects (India) Limited** will be held on **Thursday, August 10, 2017** at 3.00 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ahmedabad 380009, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Ind AS **Financial Statements** of the Company for the Financial Year ended **March 31, 2017**, together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Ind AS Financial Statements of the Company for the Financial Year ended **March 31, 2017**, together with the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a **Final Dividend of ₹ 1.50** per equity share of face value of ₹ 10 each, for the Financial Year 2016-17.

Item No. 3 – Appointment of Mr. Shailendra Kumar Tripathi as a Director liable to retire by rotation

To appoint a Director in place of **Mr. Shailendra Kumar Tripathi (DIN: 03156123)**, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 – Ratification of Appointment of M/s. B S R & Co. LLP as Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the Members at the Thirtieth Annual General Meeting appointing M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office until the conclusion of Thirty-fifth Annual General Meeting, the Company hereby ratifies the appointment of M/s. B S R & Co. LLP, as Statutory Auditors of the Company for the Financial Year ending March 31, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution."

SPECIAL BUSINESS:

Item No. 5 – Approval of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024)**, appointed as the **Cost Auditors** by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018, be paid remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution."

Item No. 6 – Appointment of Ms. Anjali Seth as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anjali Seth (DIN:05234352) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from May 17, 2017, in terms of Section 161(1) of the Act and Article 76 of the Articles of Association of the Company

and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years up to May 16, 2020.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which may be considered necessary, desirable or expedient in order to give effect to the above resolution."

Item No. 7 – Appointment and fixing the terms of remuneration of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions as may be required and subject also to such conditions and modifications as may be prescribed or imposed by any Authority including the Central Government when granting such approvals, permissions or sanctions and as agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby granted to the appointment of and payment of remuneration to **Mr. Shailendra Kumar Tripathi** (DIN: 03156123) as CEO & Dy. Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from October 22, 2016 to October 21, 2019 (both days inclusive), on the terms and conditions as set out hereunder and as provided under Employment Agreement dated August 12, 2016:

I. Salary and Allowances:

Basic Salary	: ₹ 6,50,000/- per month
*Other Allowances/ Reimbursement of expenses	: ₹ 6,42,075/- per month
**Retirement Benefits	: ₹ 1,17,613/- per month

Total : ₹ 14,09,688/- per month

* It includes Medical Reimbursement, Food Coupons, Gift Voucher, Children Education Allowance and Extra Allowance etc.

** It includes Gratuity as per the Payment of Gratuity Act, Superannuation and Employer's contribution to Provident Fund.

The CEO & Dy. Managing Director shall be entitled to such increments in addition to the above remuneration every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

II. Perquisites:

PART A:

1. Housing

Free, hard / semi-furnished accommodation owned or hired by the Company.

2. Medical Expenses

Medical Health Insurance premium for self and family under Medclaim specified under Section 80D of the Income Tax Act, 1961 as per Company's rules.

3. Club Fees

The Company shall pay membership fees of the club at Mumbai.

4. Personal Accident Insurance

Premium for Group Personal Accident Insurance for self / Term Life Insurance for self.

PART B:

- (i) Company's chauffeur driven car will be provided.
- (ii) Telephone at residence shall be provided for business related use at Company's expenses. Personal outstation calls shall be on personal account.
- (iii) Working hours/days and leaves (including leave encashment) would be as per Company's rules.

III. Profit Link Incentive / Commission:

Commission in addition to the basic salary, allowances, perquisites calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

IV. Minimum Remuneration:

In the event of loss or inadequacy of profit in any financial year, the CEO & Dy. Managing Director shall, subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule V of the Companies Act, 2013 from time to time.

V. Termination:

The appointment may be terminated by either party by giving to the other 6 month's written notice. However, the appointment may be terminated by less than 6 month's written notice provided reaching upon mutual agreement between the parties.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms of appointment (including remuneration) as may be agreed upon with Mr. Shailendra Kumar Tripathi, subject however to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act as may be applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, the remuneration payable to Mr. Shailendra Kumar Tripathi as the CEO & Dy. Managing Director by way of salary, perquisites, commission and other allowances shall not exceed 5% of the net profit of the Company and if there is more than one Managerial Personnel, the remuneration shall not exceed 10% of the net profit to all such managerial personnel together except with the approval of the members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which may be considered necessary, desirable or expedient in order to give effect to the above resolution."

Item No. 8 – Issue of Non-Convertible Debentures on a Private Placement Basis

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the other rules framed there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable SEBI regulations and guidelines, if any, the provisions of Memorandum and Articles of Association of the Company and subject to any other approvals that may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include any Committee of Directors which the Board may have constituted to exercise any or all of its powers including the powers conferred by this resolution), to make an offer of or invite subscription to listed/unlisted secured / unsecured non-convertible debentures (hereinafter referred to as **NCDs**), during the period of 1 (one) year from the date of this Annual General Meeting for an aggregate amount upto **₹ 150 Crore (Rupees One Hundred Fifty Crores only)**, in one

or more series / tranches, on a private placement basis, to one or more eligible investors whether bodies corporate, banks/financial institutions, mutual funds, NBFC, other investors / investing agencies etc. upon the terms and condition as may be decided by the Board in its absolute discretion and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorized to determine as to the time of issue of the NCDs, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more recognized stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things, execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds, matters, things and execute all such documents, undertaking as may be necessary for giving effect to this resolution."

By Order of the Board
For **JMC Projects (India) Limited**

Samir Raval

Company Secretary

July 3, 2017, Mumbai

Registered Office:

A-104, Shapath-4, Opp. Karnavati Club,
S. G. Road, Ahmedabad – 380015.
CIN: L45200GJ1986PLC008717

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' or 'Meeting') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL/BALLOT INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting, either in person or through post. A proxy form is appended with the attendance slip is enclosed.

Pursuant to provisions of Section 105 of the Companies Act, 2013 ('the Act'), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Member holding more than ten percent of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 5, 2017 to Thursday, August 10, 2017 (both days inclusive) in connection with the Annual General Meeting and for determining the names of members eligible for equity dividend, if declared at the AGM.
4. Members who hold shares in dematerialized form are requested to bring details of their demat account (client ID and DP ID) for speedy and easier identification of attendance at the meeting.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
6. Members may note that the details of the Director seeking appointment / re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, forms an integral part of the notice. Requisite declarations have been received from the Directors for seeking his/her appointment/ re-appointment.
7. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours and will also be made available at the meeting.
8. The dividend on equity shares, if declared at the AGM, will be payable on or after August 14, 2017 to those members:
 - (a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Company's Registrar and Transfer Agent on or before August 4, 2017; and
 - (b) whose names appear in the list of Beneficial Owners on August 4, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. The dividend, if approved, will be paid by crediting in to the bank account as provided by NSDL and CDSL through ECS/NECS/electronic transfer, of those shareholders holding shares in electronic form/demat and having registered relevant bank details. In respect to those shareholders holding shares in physical form or in case of ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrants / demand drafts.
10. Members are requested to notify immediately any change in their address, bank account details and / or email id or demise of any member to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent of the Company at M/s. Link Intime India Private Limited, Unit: JMC Projects (India) Limited, 506 to 508, 5th Floor, Amarnath Business Centre-1 (ABC-1), Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380009. Tel. & Fax: 079 26465179, e-mail: ahmedabad@linkintime.co.in
11. Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the Company or Registrar and Transfer Agent, by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
12. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form SH13 duly filled in, signed and send to the Company or Registrar and Transfer Agent.
13. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.



14. Member / proxy holder shall hand over the attendance slip, duly signed and filled in all respect, at the entrance at AGM venue for attending the meeting. Route map of venue of AGM is given in this Report.
15. Members desirous for any information or queries on accounts/ financial statements or relating thereto are requested to send their queries at least ten days in advance to the Company at its Registered Office address to enable the Company to collect the relevant information and answer them in the meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Transfer Agent.
17. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
18. The Ministry of Corporate Affairs ('MCA') has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed dividend amounts lying with the Company as on August 11, 2016 are available on the website of the Company www.jmcprojects.com and on Ministry of Corporate Affairs' website. The shareholders whose dividend/ shares as transferred / may transfer to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed at the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
- Details of the unpaid / unclaimed dividend are also uploaded on the Company's website www.jmcprojects.com as per the requirements. Members who have not encashed their dividend pertaining to Financial Year 2009-10 are requested to write to the Company immediately claiming dividends declared by the Company.
- The unpaid / unclaimed dividend for the Financial Year ended March 31, 2010 is due for transfer to IEPF on September 1, 2017. **Members are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend.**
19. **Communication through e-mail:** The situation of global warming demand preservation and protection of environment which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.
- Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.jmcprojects.com
- Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the Registrar and Transfer Agent by sending e-mail to ahmedabad@linkintime.co.in or with the Company by sending e-mail to cs@jmcprojects.com by quoting name and folio number.
- This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by Ministry of Corporate Affairs (MCA) and your Company's desire to participate in the initiative. If there is any change in email, shareholder can update his/her email in same manner as mentioned above.
- The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website www.jmcprojects.com
20. **PROCEDURE OF VOTING AT AGM**
- Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect

including distribution of ballot papers under the supervision of Scrutinizer appointed for the purpose. Members will need to write on the ballot paper, *inter alia*, relevant Folio no., DPID & Client ID and number of shares held etc. If the Company opts to provide facility of electronic voting system at the meeting, then members present at the meeting shall be able to vote as per arrangement made by the Company.

21. e-voting facility

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 31st AGM and accordingly, business/resolutions as mentioned in this Notice shall be transacted considering e-voting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The Company has appointed M/s. Vishal Thawani & Associates, Practicing Company Secretaries (Membership No. A-43938 & CP No. 17377), to act as the Scrutinizer, for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Company may vary dates as mentioned herein, if necessary to meet the compliance or circumstances so warrant.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 31st AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on August 4, 2017 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may contact Mr. Samir Raval, Company Secretary at the Corporate Office, on landline number 022-3005 1500 or Mr. Tarak Shah at the Registered Office, on landline number 079-3001 1500 or may write to cs@jmcprojects.com. Member may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL on 18002005533.

On submission of the report by the Scrutinizer, the result of voting at the meeting and e-voting shall be declared. The results along with the Scrutinizer's Report shall be placed on the Company's website www.jmcprojects.com and

on the CDSL's website <https://www.evotingindia.co.in>. The Scrutinizer shall submit his report within two days of conclusion of the meeting and result will be declared forthwith on receipt of the Report.

The Members must refer to the detailed procedure on electronic voting provided below.

The instructions for members for voting electronically are as under.

- (i) The e-voting period begins on August 7, 2017 (10:00 a.m) and will end on August 9, 2017 (5:00 p.m). During this period, shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 4, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on August 9, 2017.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Mailing Slip / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) of JMC Projects (India) Limited to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 – Ratification of Cost Auditors' Remuneration

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year ending March 31, 2018, to conduct audit of cost records of the Company including in respect of construction, road, infrastructures and other business activities, as may be required for cost audit under the Companies Act, 2013 and Rules made thereunder, on a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution for the above matter as set out at item No. 5 of the accompanying Notice.

Item No. 6 – Appointment of Ms. Anjali Seth as an Independent Director of the Company

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Anjali Seth (DIN: 05234352) as an Additional Director in the category of Independent Director of the Company for a period of 3 (Three) years with effect from May 17, 2017 under Section 149, 161(1) of the Companies Act, 2013 (“the Act”) read with Article 76 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Ms. Seth holds office up to the date of ensuing Annual General Meeting. The Company has received a notice from a member proposing candidature of Ms. Seth for the office of Director of the Company.

In the opinion of the Board, Ms. Seth fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Seth as an Independent Director.

The brief profile of Ms. Seth is given herein below:

Ms. Anjali Seth, 59, holds bachelor degree in Law and advising and consulting to banks, financial institutions and corporates as a legal consultant. She has a rich and diverse experience of over 25 years including as a professional lawyer. Ms. Seth has advised top banks, financial institutions, and corporates, on a range of matters including M&A, PE Investments, industrial and employees relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. Ms. Seth associated in various positions which includes International Finance Corporation, Swaadhar Finserve and ANZ Grindlays Bank. She had the opportunity to work in UAE with real-estate company, Emmar Properties. Ms. Seth served with Standard Chartered Bank as their Legal Head in India. She is on the Board of Adlabs Entertainment Limited, Caprihans India Limited, Endurance Technologies Limited, ADF Foods Limited, Kalpataru Limited, Kalpataru Power Transmission Limited, Walkwater Properties Private Limited etc.

Ms. Seth does not hold by herself or for any other person on a beneficial basis, any shares in the Company and is not related to any other Directors or Key Managerial Personnel. Ms. Seth has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act.

The copy of the letter for the appointment of Ms. Seth as an Independent Director of the Company shall be open for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) up to the date of 31st Annual General Meeting i.e. August 10, 2017.

In compliance with the provisions of Sections 149, 152, 161 read with Schedule IV of the Act, the appointment of Ms. Seth is now being placed before the members for their approval.

Ms. Seth is interested in the resolution at Item No. 6 of the Notice since it pertains to her appointment as Independent Director of the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, interested or concerned, financially or otherwise, in the resolution at Item No. 6.

The Board commends the passing of Ordinary Resolution as set out at Item No. 6 of the accompanying Notice.

Item No. 7 – Appointment of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director and fixing his remuneration

The Board of Directors of the Company had appointed Mr. Shailendra Kumar Tripathi, (DIN: 03156123) as an Executive Director on the Board of the Company for a period of 5 years with effect from October 22, 2011. Subsequently, the Board of Directors appointed him as Deputy Managing Director with effect from May 18, 2012 for his remaining tenure of 5 years. Both these appointments were approved by the members at the 26th Annual General Meeting of the Company held on August 3, 2012.

The terms of appointment of Mr. Shailendra Kumar Tripathi, CEO & Dy. Managing Director of the Company completed on October 21, 2016. In appreciation of his contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 11, 2016, approved re-appointment of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director for a further period of 3 years effective from October 22, 2016, on the terms and conditions and remuneration as mentioned in the resolution at Item No. 7 of this Notice, subject to the approval of the members and such other approvals as may be necessary. An Employment Agreement dated August 12, 2016 containing the terms and conditions for the appointment of and remuneration payable to Mr. Shailendra Kumar Tripathi, as CEO & Dy. Managing Director of the Company has been executed between the Company and Mr. Shailendra Kumar Tripathi. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company and is not related to any other Directors or Key Managerial Personnel.

The brief profile of Mr. Tripathi is given herein below:

Mr. Shailendra Kumar Tripathi, aged 53, is a Civil Engineer from Government Engineering College, Jabalpur, Madhya Pradesh. Since passing out in 1984, he has worked in major Infrastructure companies like Gammon India Limited, Larsen & Toubro Limited and Oriental Structural Engineers Private Limited. He started his career as a site execution and planning engineer and went on to head the implementation and construction of many infrastructure projects in the country involving highways and airports. His technical, strategic decisions and leadership skills coupled with his sound financial and business sense has helped him in securing and successfully implementing many projects in Public Private Partnership model. He Joined JMC Projects (India) Limited in 2008 as the President & COO of the Infrastructure Division. He has been responsible for the overall performance and growth of the Infrastructure Division. He is responsible for the Infrastructure, Power, Building & Factories and BOT Business Divisions of the organization along with their growth and diversification plan.



A copy of the agreement / each resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 11, 2016, as referred to above are available for inspection by the members of the Company at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) up to the date of 31st Annual General Meeting i.e. August 10, 2017.

The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Mr. Tripathi is interested in the resolution at Item No. 7 of the Notice since it pertains to his appointment as CEO & Dy. Managing Director of the Company and to the remuneration payable to him. None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, interested or concerned, financially or otherwise, in the resolution at Item No. 7.

The Board commends the passing of Ordinary Resolution as set out at Item No. 7 of the accompanying Notice.

Item No. 8 – Issue of Non-Convertible Debentures on a Private Placement Basis

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company cannot issue securities on a private placement basis unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of such company, by a special resolution for each offer or invitation, and further provides that in case of an offer or invitation for secured / unsecured non-convertible debentures (NCDs), it shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

In order to augment long term resources for financing, *inter alia*, the working capital requirement, capital expenditure, business expansion and for general corporate purposes, the Company may make an offer of NCDs or invite subscription to NCDs on private placement basis, in one or more tranches, during the period of 1 (one) year from the date of passing of the special resolution by the Members, for an aggregate amount upto ₹ 150 Crore (Rupees One Hundred Fifty Crore only) which is within the overall borrowing limits of the Company as approved by the Members from time-to-time. It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution as out at Item No. 8.

The Board commends the passing of Special Resolution as set out at Item No. 8 of the accompanying Notice.

By Order of the Board
For **JMC Projects (India) Limited**

Samir Raval
Company Secretary

July 3, 2017, Mumbai

Registered Office:
A-104, Shapath-4, Opp. Karnavati Club,
S. G. Road, Ahmedabad 380015.
CIN: L45200GJ1986PLC008717

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING.

Name of Director	Mr. Shailendra Kumar Tripathi	Ms. Anjali Seth
Director Identification No.	03156123	05234352
Date of Birth	May 2, 1964	October 25, 1958
Qualifications	B.E. Civil	Bachelor of Law
Expertise in functional field and brief resume	Mr. Tripathi has more than 32 years of experience in the field of planning, execution and implementation of many infrastructure projects involving highways and airports. His technical, strategic decisions and leadership skills, coupled with his sound financial and business sense has helped him in securing and successfully implementing many projects in Public Private Partnership model. Mr. Tripathi has worked in major infrastructure companies like, Gammon India Limited, Larsen and Toubro Limited and Oriental Structural Engineers Private Limited.	Ms. Anjali Seth provides advisory and consultancy services to banks, financial institutions and corporates as a legal consultant. She has a rich and diverse experience of over 25 years including as a professional lawyer. Ms. Seth has advised top banks, financial institutions, and corporates, on a range of matters including M&A, PE Investments, industrial and employees relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. Ms. Seth associated in various positions includes International Finance Corporation, Swaadhar Finserve and ANZ Grindlays Bank. She had the opportunity to work in UAE with real-estate company, Emmar Properties. Ms. Seth served with Standard Chartered Bank as their Legal Head in India.
No. of Shares held in the Company	Nil	Nil
Other companies in which holds directorship	None	Adlabs Entertainment Limited (AEL), Caprihans India Limited (CIL), Endurance Technologies Limited (ETL), ADF Foods Limited, Kalpataru Limited, Kalpataru Power Transmission Limited, Walkwater Properties Private Limited
Chairperson/membership of the board committee of other public companies.	None	<ol style="list-style-type: none"> 1. Member of Audit Committee & Chairperson of Stakeholders Relationship Committee in AEL, 2. Member of Stakeholders Relationship Committee in CIL & 3. Member of Audit Committee, Nomination and Remuneration Committee & Chairperson of Stakeholders Relationship Committee in ETL
Date of appointment, meeting attended and remuneration.	Mr. Tripathi was originally appointed as an Executive Director on the Board of Company for a period of 5 years w.e.f. October 22, 2011. Subsequently, the Board of Directors appointed him as Deputy Managing Director w.e.f. May 18, 2012 for his remaining tenure of 5 years. Recently, he has been appointed for further period of 3 years effective from October 22, 2016 till October 21, 2019 by the Board of Directors at its meeting held on August 11, 2016. The approval of members is sought in item no. 7 of the Notice. The details of Remuneration paid to Mr. Tripathi for the Financial Year 2016-17 and other details are given in the Corporate Governance Report. The details of remuneration payable to Mr. Tripathi is given in accompanying Explanatory Statement attached to this Notice of AGM.	Ms. Seth was associated with the Company in the capacity of Non-Executive Non-Independent Director till May 16, 2017. Ms. Seth was appointed as an Additional Director with effect from May 17, 2017 by the Board of Directors at its meeting held on May 16, 2017 to hold office upto the date the ensuing AGM. The approval of members is sought in item no. 6 of the Notice. The details of Remuneration paid to Ms. Seth for the Financial Year 2016-17 and other details are given in the Corporate Governance Report.
Relationship with other director, manager and KMP.	Mr. Tripathi is not a relative of any other director / KMP of the Company.	Ms. Seth is not a relative of any other director / KMP of the Company.



JMC Projects (India) Limited

(CIN:L45200GJ1986PLC008717)

Regd. Office: A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

ATTENDANCE SLIP

I hereby certify that I am a registered member / proxy for the registered member of the Company.

I hereby record my presence at the thirty-first **Annual General Meeting** of the Company being held on **Thursday, August 10, 2017** at 3.00 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ahmedabad 380009.

Registered Folio No./ DP ID/Client ID	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	
No. of equity shares	

Name of the Proxy : _____

Signature of Proxy

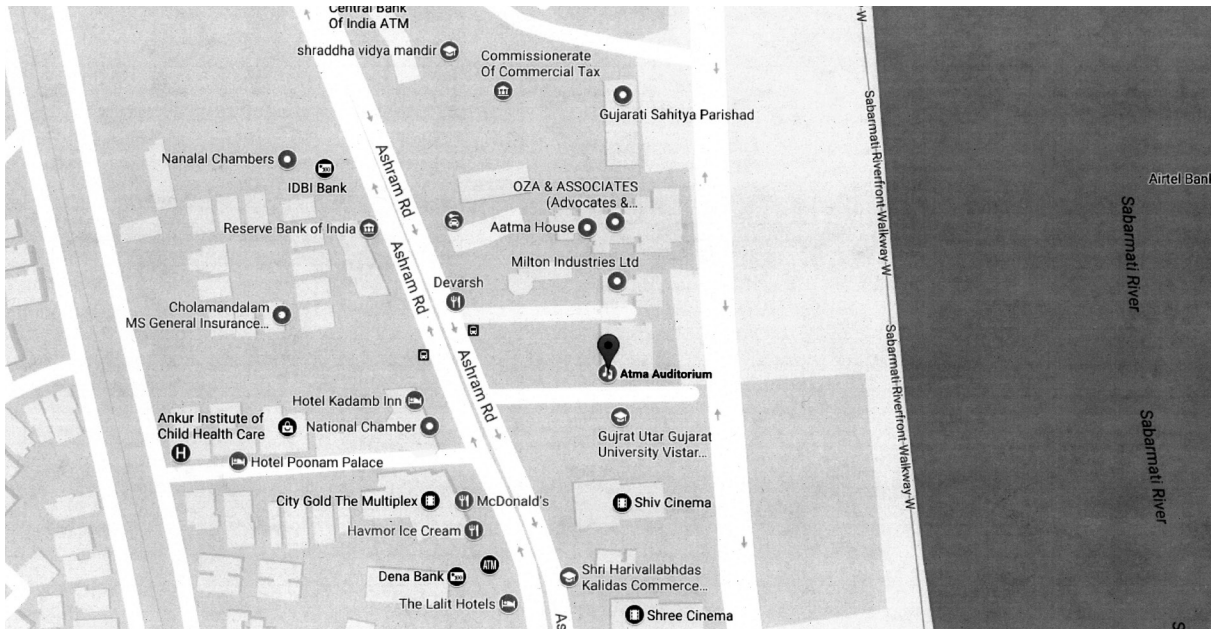
Signature of Member

Shareholders may please note the user id and password given below for the purpose of e-voting in terms of Section 108 and applicable provisions of the Companies Act, 2013 and rules framed thereunder.

ELECTRONIC / E-VOTING PARTICULARS		
EVSN - Electronic Voting Sequence No.	User ID	Password
170704007		

Notes: 1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance at AGM venue. **Sign at appropriate place as applicable to you.** 2. e-voting period will commence on August 7, 2017 (10:00 a.m.) and will end on August 9, 2017 (5:00 p.m.). 3. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company. 4. Please read the instructions printed under the Notes to the Notice of this Annual General Meeting. 5. Route map of venue of AGM is given in this Report.

(Route map / direction to reach at the venue of AGM)





JMC Projects (India) Limited

(CIN:L45200GJ1986PLC008717)

Regd. Office: A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of Member	Registered address & Email Id:	
DPID & Client ID	Folio	No. of equity shares

I / We, being the member(s) holding _____ shares of the above company, hereby appoint below at sl. no. 1 or failing him sl. no. 2 or failing him sl. no. 3,

Sl. No.	Name of proxy	Address & email Id	Signature
1			
2			
3			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on **Thursday, August 10, 2017** at 3.00 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ahmedabad 380009 and at any adjournment thereof in respect of such resolutions as are indicated below. (Mentioned in detail in Notice of AGM):

Item No.	Resolutions	Vote (optional, see Note 2)	
		For	Against
1.	To consider and adopt the audited standalone and consolidated Ind AS financial statements etc. for the Financial Year ended March 31, 2017		
2.	To declare dividend for the Financial Year ended March 31, 2017		
3.	To appoint a director in place of Mr. Shailendra Kumar Tripathi, who retires by rotation and being eligible, offers himself for re-appointment		
4.	To ratify appointment of Statutory Auditors M/s. B S R & Co. LLP, Chartered Accountants		
5.	To approve remuneration payable to Cost Auditor M/s. K. G. Goyal & Associates, Cost Accountants for the FY 2017-18		
6.	To appoint Ms. Anjali Seth as an Independent Director for a period of 3 (Three) years with effect from May 17, 2017		
7.	To appoint Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director of the Company for a period of 3 (three) years w.e.f. October 22, 2016 and fixation of remuneration		
8.	To issue Non-Convertible Debentures on a Private Placement Basis		

Signed this _____ day of _____ 2017

Affix
revenue
stamp

Signature of Proxy holder(s)

Signature of Shareholder

Notes:

- The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.
- It is optional to indicate your preference by tick mark. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.